UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

LEHMAN BROTHERS HOLDINGS INC., et al.,

In re:

08-13555 (JMP)

(Jointly Administered)

Chapter 11 Case No.

Debtors.

PARTIAL TRANSFER OF CLAIM OTHER THAN FOR SECURITY

A CLAIM HAS BEEN FILED IN THIS CASE or deemed filed under 11 U.S.C § 1111(a). Transferee hereby gives evidence and notice pursuant to Rule 3001(e)(2), Fed. R. Bankr.P., of the transfer, other than for security, of the claim referenced in this evidence and notice.

CALADIUM PARTNERS, L.L.C.

Name of Transferee

Name and Address where notices to transferee should be sent:

Caladium Partners, L.L.C. F.D.R. Station P.O. Box 262 New York, NY 10150 info@caladiumpartners.net

Name and Address where transferee payments should be sent (if different from above): N/A

SAPHIR FINANCE PUBLIC LIMITED COMPANY

Name of Transferor

Court Claim # (if known): 67647 (amends 19944)

Amount of Claim: \$137,000,000.00

Amount of Claim to be Transferred: \$56,500,000.00

Date Claim Filed: September 21, 2009
Debtor: Lehman Brothers Holdings Inc.

Name and Address of Transferor:

Saphir Finance PLC AIB International Centre International Financial Services Centre Dublin I Ireland

Attn: The Directors Fax: +353 1 874 3050

PLEASE SEE ATTACHED DOCUMENTS

I declare under penalty of perjury that the information provided in this notice is true and correct to the best of my knowledge and belief.

CALADIUM PARTNERS, L.L.C.

Name: Jonathan Smith

Title: Authorized Signatory

Date: December 9, 2011

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both, 18 U.S.C. §\$ 152 & 3571.

EXHIBIT A

Proof of Claim

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Name and address of Creditor (aud name and address where notices should be sent if different from Creditor) Supite Finance Public Linded Company. All International Centre, Supite Finance Public Linded Company. All International Centre, With Capites to (M. Manner Finance Public Linded Company. All International Centre, Rogerson's Quey, Outlet 2. Ireland, Attention. Phil Cody and (ip Freshfields Bruckharus Centre) L. P. Backenheimer Anlage 44, 80222 Frankful and Min. Germany. Telephone 488 82 73080, Attention. Bernhard Kaiser and D. Cluttal **353 1 641 8000 **Email Address: dama. Actorofisha ke **Telephone number: **Email Address: dama. Actorofisha ke **Telephone number: **Email Address: dama. Actorofisha ke **Telephone number: **Email Address: **Email Address: **Telephone number: **Email Address: **Email Address: **Telephone number: **Email Address: **Telephone number: **Email Address: **Email Address: **Telephone number: **Telephone number: **Telephone number: **Telephone number: **Email Address: **Telephone number: **Telephone number	Lehman Brothers Holdings Inc.	08-13555				
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Telephone number: Emili Address: Check this brown claim. Altabox copy of attention giving particulars, closed and accopy of attention giving particulars. Clearly and the claim and the claim. Attention of the claim and the claim. Attention of the claim. Attention of the claim. Attention of the claim. Attention of the claim includes interest or other charges in addition to the principal amount of the claim. Attention the property or inglist of second claim. Secured claim is secured by a lice on property or inglist of second information. Nature of property or right of second: Check this box if all or part of your claim is based on a Guarnater.	Name and address of Creditor: (and name ar different from Creditor) Saphir Finance Public Limited Company International Financial Services Centre, with copies to (i) McCann FitzGerald Sol Rogerson's Quay, Dublin 2, Ireland, Atte Bruckhaus Deringer LLP, Bockenheimer Germany, Telephone +49 69 273080, At Gunila +353 1 641 8000 Telephone number:	d address where notices should be sent if AlB International Centre, Dublin 1, Ireland, Attention: Directors, icitors, Riverside One, Sir John ntion: Phil Cody and (ii) Freshfields Anlage 44, 60322 Frankfurt am Main, tention: Bernhard Kaiser and Dr edwina.c.fogarty@aib.le Email Address: alann.ketnoe@alb.ie	Court Claim Number: 19944 (If known)			
Telephone number: Ennil Address: Gebes or unstee in his case.	Name and address where payment should be	sent (if different from above)	that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.			
If all or part of your claim is secured, complete Item 4 below; however, if all of your claim is unsecured, do not complete them 4. If all or part of your claim is entired to priority, complete Item 5. If all or part of your claim is entired to priority, complete Item 5. If all or part of your claim is hased on a Derivative Contract."	the state of the s	Telephone number: Email Address: debtor or trustee in this case.				
Date: Signature: The person filing this claim must sign it. Sign and print name and title, if any, of the creditor or other person authorized to file this claim must sign it. Sign and print name and title, if any, of the creditor or other person authorized to file this claim and contents are authorized to file this claim and contents are not available, please explain: Date: Signature: The person filing this claim must sign it. Sign and print name and title, if any, of the creditor or other person authorized to file this claim and care address a subject to the creditor or other person authorized to file this claim and care address a subject to the creditor or other person authorized to file this claim and care address a subject to the creditor or other person authorized to file this claim and care address a subject to file this claim and care address a subject to the creditor or other person authorized to file this claim and care address a subject to the creditor or other person authorized to file this claim and care address a subject to the creditor or other person authorized to file this claim and care address a subject to the creditor or other person authorized to file this claim and care address a subject to the creditor or other person authorized to file this claim and care address a subject to the creditor or other person authorized to file this claim and care address a subject to the creditor or other person authorized to file this claim and care address a subject to the creditor or other person authorized to file this claim and care address a subject to the creditor or other person authorized to file this claim and care and title, if any, of the creditor or other person authorized to file this claim and care a	If all or part of your claim is secured, completicm 4. If all or part of your claim is entitled to priorif all or part of your claim is entitled to priorif all or part of your claim qualifies as an Adi	te Item 4 below; however, if all of your claim ty, complete Item 5. ministrative Expense under 11 U.S.C. \$503(innistrative Expense under 11 U.S.C. \$503(inn	DERIVATIVE CONTRACT (Lehman-claims.com AND NAIRE AND UPLOAD D. amount of the claim. Attach or charges to this form or on e attachment) setoff and provide the requested Other % m, if any:	under 11 U.S.C. §507(a). If any portion of your claim falls in one of the following categories, check the box and state the amount. Specify the priority of the claim: Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B). Wages, salaries or commissions (up to \$10,950), carned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(4). Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(5). Up to \$2,425 of deposits toward purchase, tense, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(a)(7). Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8). Other — Specify applicable paragraph of 11 U.S.C. § 507(a)(). Amount entitled to priority:		
	orders, invoices, itemized statements of runnin Attach redacted copies of documents providing on reverse side.) If the documents are volumin DO NOT SEND ORIGINAL DOCUMENTS SCANNING. If the documents are not available, please explanations of the comments are not available, please explanations.	y documents that support the claim, such as a accounts, contracts, judgments, mortgages evidence of perfection of a security interest bus, attach a summary. ATTACHED DOCUMENTS MAY BE in:	promissory notes, purchase and security agreements. . (See definition of "reducted" DESTROYED AFTER	FILED (RECEIVED		
above. Attach copy of power of attorney, if TV. Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to \$ years, or both. 18 U.S.C. §§ 152 and 3571.	person aumorized to the this above. Attach copy of power	claim and state address and telephone number if dof attorney, if my.	ifferent from the notice address	EPIO PARIMONTO SOLUTION C.S.		

INSTRUCTIONS FOR PROOF OF CLAIM FORM

The instructions and definitions below are general explanations of the law. In certain circumstances, such as bankruptcy cases not filed voluntarily by the debtor, there may he exceptions to these general rules.

Items to be completed in Proof of Claim form

Name of Debtor, and Case Number: YOU MUST INDICATE THE SPECIFIC DEBTOR AGAINST WHICH YOUR CLAIM IS ASSERTED. INCLUDING THE THE NAME OF THE DEBTOR AND THE RELATED CASE NUMBER (DEBTORS AND CASE NUMBERS LISTED BELOW), IN THE SPACE ALLOTTED AT THE TOP OF THE CLAIM FORM.

08-13555 Lehman Brothers Holdings Inc. 08-13600 LB 745 LLC 08-13905 CES Aviation LLC
CES Aviation V LLC 08-13906 08-13907 08-13385 Lehman Brothers Commodity Services CES Aviation IX LLC Lehman Brothers Special Financing Inc. Lehman Brothers OTC Derivatives Inc. 08-13388 08-13908 East Dover Limited 08-13893 Luxembourg Residential Properties 09-10108 Loan Finance S.a.r.l. Lehman Brothers Derivative Products 09-10137 BNC Mongage LLC 08-13900 Lehman Commercial Paper Inc. 09-10558 Structured Asset Securities Corporation LB Rose Ranch LLC 08-13901 Lehman Brothers Commercial 09-10560

08-13904 Lehman Scottish Finance L.P. 08-13664 PAMI Statler Arms LLC If your Claim is against multiple Debtors, complete a separate form for each Debtor.

Creditor's Name and Address:

Compration

Fill in the name of the person or entity asserting a claim and the name and address of the person who should receive notices issued during the bankruptcy case. A separate space is provided for the payment address if it differs from the notice address. The creditor has a continuing obligation to keep the court informed of its current address. See Federal Rule of Bankruptcy Procedure (FRBP) 2002(g).

Lehman Brothers Financial Products Inc. 09-12516 LB 2080 Kalakata Owners LLC

1. Amount of Claim as of Date Case Filed:

1. Administration as in 1744 case riters: State the total amount owed to the creditor on the date of the Bankruptey filing. Follow the instructions concerning whether to complete items 4, 5 and 6. Check the box if interest or other charges are included in

2. Basis for Claim:

08-13902

State the type of debt or how it was incurred. Examples include goods sold, money loaned, services performed, personal injury/wrongful death, car loan, mortgage note, and credit eard.

3. Last Four Digits of Any Number by Which Creditor Identifies Debtor: State only the last four digits of the deblor's account or other number used by the creditor to identify the

3a. Debtor May Have Scheduled Account As-

Use this space to report a change in the creditor's name, a transferred claim, or any other information that clarifies a difference between this proof of claim and the claim as scheduled by the debtor

4. Secured Claim:

Check the appropriate box and provide the requested information if the claim is fully or partially secured. Skip this section if the claim is entirely unsecured. (See DEFINITIONS, below.) State the type and the value of property that secures the claim. attach copies of lien documentation, and state annual interest rate and the amount past due on the claim as of the date of the bankruptcy filing.

5. Amount of Claim Entitled to Priority Under 11 U.S.C. 6507(a). If any portion of your claim falls in one or more of the listed categories, check the appropriate box(cs) and state the amount entitled to priority. (See DEFINITIONS, below.) A claim may be partly priority and partly non-priority. For example, in some of the categories, the law limits the amount entitled to priority.

6. Amount of Claim that qualifies as an Administrative Expense under 11 U.S.C. §503(b)(9)

State the value of any goods received by the debtor within 20 days before the date of commencement in which the goods have been sold to the debtor in the ordinary course of the debtor's business.

7. Credits:

An authorized signature on this proof of claim serves as an acknowledgment that when colculating the amount of the claim, the creditor give the debtor credit for any payments received toward the debt.

Attach to this proof of claim form redacted copies documenting the existence of the debt and of any lien securing the debt. You may also attach a summary. You must also attach copies of documents that evidence perfection of any security interest. You may also attach a summary. FRBP 3001(c) and (d). Do not send original documents, as attachments may be destroyed after scanning.

Date and Signature:

The person filing this pro of of claim must sign and date it, FRBP 9011. If the claim is filed electronically, FRBP 5005(a)(2), authorizes courts to establish local rules specifying what constitutes a signature. Print the name and title, if any, of the creditor or other person authorized to file this claim. State the filer's address and telephone number if it differs from the address given on the top of the form for purposes of receiving notices. Attach a complete copy of any power of attorney. Criminal penalties apply for making a false statement on a proof of claim.

Dehtor

A debtor is the person, corporation, or other entity that has filed a bankraptcy case.

Creditor

A creditor is the person, corporation, or other entity owed a debt by the debtor on the date of the bankruptcy filing.

Claim

A claim is the creditor's right to receive payment on a debt that was awed by the debtor on the date of the bankruptcy filing. See 11 U.S.C. §101 (5). A claim may be secured or unsecured.

Proof of Claim

A proof of claim is a form used by the creditor to indicate the amount of the debt owed by the debtor on the date of the bankruptcy filing. The creditor must file the form with the Claims Agent at the following address:

Lehman Brothers Holdings Claims Processing c/o Epiq Bankruptcy Solutions, LLC FDR Station, PO Box 5876 New York, NY 10150-5076

Secured Claim Under 11 U.S.C. §506(a)

A secured claim is one backed by a lies on property of the debtor. The claim is secured so long as the creditor has the right to be paid from the property prior to other creditors. The amount of the secured claim cannot exceed the value of the property. Any amount owed to the creditor in excess of the value of the property is an unsecured claim. Examples of liens on property include a mortgage on real estate or a security interest in a car. A lien may be voluntarily granted by a dehtor or may be obtained through a court proceeding. In some states, a court judgment is a lien. A claim also may be secured if the creditor owes the debtor money (has a right to setoff).

Unsecured Claim

An unsecured claim is one that does not meet the requirements of a secured claim. A claim may be partly unsecured if the amount of the claim exceeds the value of the property on which the creditor has a lien.

Claim Entitled to Priority Under 11 U.S.C. §507(a) Priority claims are certain categories of unsecured Claims that are paid from the available money or property in a bankruptcy case before other unsecured claims

DEFINITIONS

A document has been reducted when the person filing it has masked, edited out, or otherwise deleted, certain information. A creditor should reduct and use only the last four digits of any social-security, individual's tax identification, or financialaccount number, all but the

initials of a minor's name and only the year of any person's date of birth.

Evidence of Perfection

vidence of perfection may include a mortgage, lien, certificate of title, financing statement, or other document showing that the fice has been filed or recorded.

Derivative Contract

A contract that is any of (i) a "swap agreement" as such term is defined in section 101(53B) of the Bankruptcy Code or (ii) a "forward contract" as such term is defined in section 101(25) of the Bankruptcy Code. A cash-market purchase or sale of a security or loan (i.e. any purchase or sale of a security or loan for settlement within the standard settlement cycle for the relevant market), exchange-traded future or option, securities loan transaction, repurchase agreement in respect of securities or loans, and any guarantee or reimbursement obligations which would otherwise be included in the definition of such terms in the Bankruptcy Code shall not be considered a Derivative Contract for the purposes of this definition nor shall any notes, bonds, or other securities issued by the Debtors or their affiliates (including, but not limited to, Lehman Brothers Holdings Inc., Leliman Brothers Treasury Co. B.V., Leliman Brothers Bankhaus AG, Lehman Brothers Holdings ple, Lehman Brothers Searchiers New January (Luxembourg) Equity Finance S.A.).

Guarantes

A promise, representation or agreement to answer for the payment of some debt or the performance of some duty in case of the failure of another person or entity who is liable in the first instance.

Lohman Programs Securities

Ecliman Programs Securities means those securities included on the Lehman Programs Securities list available of http://www.lelupan-docket.com as of July 27, 2009

INFORMATION

Atknowledgment of Filing of Claim To receive acknowledgment of your filing, you may either enclose a stamped self-addressed envelope and a copy of this proof of claim, or you may access the Claims Agent's system (http://www.lehmandocket.com) to view

your filed proof of claim. Offers to Purchase a Claim

Certain entities are in the business of purchasing claims for on amount less than the face value of the claims. One or more of these entities may contact the creditor and offer to purchase the claim. Some of the written communications from these entities may easily be confused with official court documentation or communications from the debtor These entities do not represent the bankruptcy court or the debtor. The creditor has no obligation to sell its claim. However, if the creditor decides to sell its claim, any transfer of such claim is subject to FRBP 3001(e), any applicable provisions of the Bankruptcy Code (11 U.S.C. § 101 et seq.), and any applicable orders of the bankruptcy

ATTACHMENT TO AMENDMENT TO PROOF OF CLAIM OF SAPHIR FINANCE PUBLIC LIMITED COMPANY AGAINST LEHMAN BROTHERS HOLDINGS INC.

- 1. Saphir Finance Public Limited Company ("Claimant") hereby files this amendment to proof of claim ("Amendment") in relation to its original proof of claim (Claim Number 19944) (the "Original Proof of Claim") filed by Claimant on or about September 19, 2009 against debtor Lehman Brothers Holdings Inc. (the "LBHI Debtor"). Pursuant to the Original Proof of Claim, Claimant asserted a claim against the LBHI Debtor (the "Claim") in the original amount of at least \$137,777,877.39. The recitations, terms and provisions of the Original Proof of Claim are hereby incorporated by reference and, except as specifically reflected in this Amendment, Claimant does not intend any amendment or modification of the Original Proof of Claim.
- 2. Claimant entered into that certain Termination Agreement in respect of Swap Transactions and the related Series 2008-4 Floating Rate Notes due 2046 issued by Saphir Finance Public Limited Company, dated as of July 26, 2011 by and among Claimant, the LBHI Debtor, BNY Mellon Corpororate Trustee Services Limited, The Bank of New York Mellon, London Branch, The Bank of New York Mellon (Ireland) Limited, Deutsche Bundesbank, and Lehman Brothers Special Financing Inc. (the "Termination Agreement"). Pursuant to Section 2.1 of the Termination Agreement, Debtor and Claimant agreed, among other things, that Claimant would have a single aggregate nonpriority general unsecured allowed claim against the LBHI Debtor in the fixed amount of \$137,000,000 (the "LBHI Allowed Claim"). Pursuant to Section 2.3 of the Termination Agreement, Claimant hereby amends the Original Proof of Claim to reflect its Claim in the amount of the LBHI Allowed Claim. It should be noted that pursuant to the Termination Agreement, Claimant is filing a similar amendment to the related proof of claim it originally filed against debtor Lehman Brothers Special Financing Inc. in connection with the Series 2008-4 Floating Rate Notes.

Miscellaneous

- 3. The filing of this Amendment shall be without prejudice to any previous, contemporaneous or future claims made by or on behalf of Claimant or any other party to the Termination Agreement against Lehman Brothers Holdings, Inc. or any of its affiliates (including, without limitation, Lehman Brothers Special Financing Inc.) in this or any other proceeding, including, without limitation, any proofs of claim filed against Lehman Brothers Holdings Inc.
- 4. Subject to the terms of the Termination Agreement, Claimant hereby expressly reserves the right to amend and/or supplement this Amendment and/or the Original Proof of Claim at any time and in any manner.
- 5. Subject to the terms of the Termination Agreement, the filing of this Amendment is not and shall not be deemed or construed as: (a) a waiver or release of Claimant's rights against any person, entity, or property, or a waiver of the right to compel the Debtors to return property of Claimant currently in the possession of the Debtors; (b) a consent by Claimant to the jurisdiction of this Court or any other court with respect to proceedings, if any, commenced in any case against or otherwise involving Claimant; (c) a waiver or release of Claimant's right to trial by jury in this Court or any other court in any proceeding as to any and all matters so triable herein, whether or not the same be designated legal or private rights or in any case, controversy, or proceeding related hereto, notwithstanding the designation or not of such matters as "core proceedings" pursuant to 28 U.S.C. § 157(b)(2), and whether such jury trial right is pursuant to statute or the United States Constitution; (d) a consent by Claimant to a jury trial in this Court or any other court in any proceeding as to any and all matters so triable herein or in any case, controversy, or proceeding related hereto, pursuant to 28 U.S.C. § 157(e) or otherwise; (e) a waiver or release of Claimant's right to have any and all final orders in any and all non-core matters or proceedings entered only after de novo review by a United States District Court

Judge or, if applicable, the Second Circuit Court of Appeals; (f) a waiver of the right to move to withdraw the reference with respect to the subject matter of this Proof of Claim, any objection thereto or other proceeding which may be commenced in this case against or otherwise involving Claimant; or (g) an election of remedies.

6. All notices regarding this Amendment or the Original Proof of Claim should be sent to: Saphir Finance Public Limited Company, AlB International Centre, International Financial Services Centre, Dublin 1, Ireland, Attention: Directors, with copies to (i) McCann FitzGerald Solicitors, Riverside One, Sir John Rogerson's Quay, Dublin 2, Ireland, Attention: Phil Cody and (ii) Freshfields Bruckhaus Deringer LLP, Bockenheimer Anlage 44,60322 Frankfurt am Main, Germany, Telephone number: +49 69 273080, Attention: Bernhard Kaiser and Dr Gunila Weber.

THE FOREGOING AMENDMENT IS TRUE AND ACCURATE TO THE BEST OF MY INFORMATION AND BELIEF:

> SAPHIR FINANCE PUBLIC LIMITED **COMPANY**

Name: Title:

Adrian Wrafter **Director**

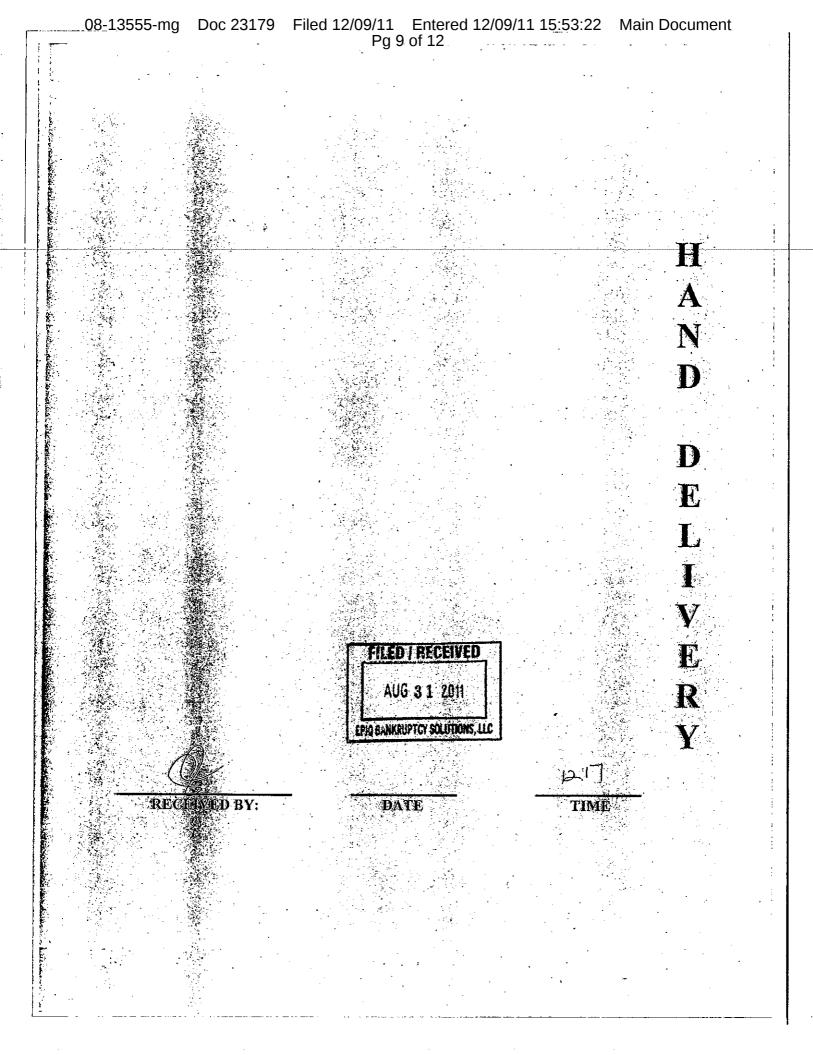


EXHIBIT B

Evidence of Transfer from Transferor to Transferee

EVIDENCE OF TRANSFER OF CLAIM

TO: Clerk, United States Bankruptcy Court, Southern District of New York

AND TO: Saphir Finance Public Limited Company

Saphir Finance Public Limited Company ("Transferor"), pursuant to the terms of an Assignment of Claim Agreement and Evidences of Transfer of Claim dated as of the date hereof, does hereby certify that it has unconditionally and irrevocably sold, transferred and assigned to Caladium Partners, L.L.C., its successors and assigns, with a mailing address at F.D.R. Station P.O. Box 262, New York, NY 10150, info@caladiumpartners.net ("Transferee"), 41.2408759124088% of all rights, title and interest in and to claim number 67647 against Lehman Brothers Holdings Inc., in the amount of \$56,500,000.00 (the "Claim") in the United States Bankruptcy Court, Southern District of New York, Case No. 08-13555.

Transferor hereby waives any notice or hearing requirements imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, and stipulates that an order may be entered recognizing this Assignment of Claim as an unconditional assignment and Transferee herein as the valid owner of the Claim. You are hereby requested to make all future payments and distributions, and to give all notices and other communications, in respect to the Claim to Transferee.

IN WITNESS WHEREOF, dated as of the ______ th day of December, 2011.

Caladium Partners, L.L.C.

Name: Jonathan Smith

Title: Authorized Signatory

Saphir Finance Public Limited Company

Ву:			
Name:			
Title:			

EVIDENCE OF TRANSFER OF CLAIM

TO: Clerk, United States Bankruptcy Court, Southern District of New York

AND TO: Saphir Finance Public Limited Company

Saphir Finance Public Limited Company ("Transferor"), pursuant to the terms of an Assignment of Claim Agreement and Evidences of Transfer of Claim dated as of the date hereof, does hereby certify that it has unconditionally and irrevocably sold, transferred and assigned to Caladium Partners, L.L.C., its successors and assigns, with a mailing address at F.D.R. Station P.O. Box 262, New York, NY 10150, info@caladiumpartners.net ("Transferee"), 41.2408759124088% of all rights, title and interest in and to claim number 67647 against Lehman Brothers Holdings Inc., in the amount of \$56,500,000.00 (the "Claim") in the United States Bankruptcy Court, Southern District of New York, Case No. 08-13555.

Transferor hereby waives any notice or hearing requirements imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, and stipulates that an order may be entered recognizing this Assignment of Claim as an unconditional assignment and Transferee herein as the valid owner of the Claim. You are hereby requested to make all future payments and distributions, and to give all notices and other communications, in respect to the Claim to Transferee.

IN WITNESS WHEREOF, dated as of the 9 th day of December, 2011.

Caladium Partners, L.L.C.

By:
Name: Jonathan Smith
Title: Authorized Signatory

Saphir Finange Public Limited Company

Name: André Bartholomae

Title: Bundesbankdirector

Name: Christine Glockmann Title: Bundesbankdirector

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